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ATTORNEYS FOR THE DEBTORS

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§ Chapter 11
ERG Intermediate Holdings, LLC, <i>et al.</i> , ¹	§ Jointly Administered
Debtors.	§ Case No.: 15-31858-hdh-11

JOINT EXHIBIT LIST FOR JUNE 11, 2015 HEARING

The Debtors, CMLG Corp., in its capacities as Prepetition Agent and the DIP Agent,² and the Official Committee of Unsecured Creditors of ERG Intermediate Holdings, LLC, *et al.*, the debtors and debtors in possession, submit the following joint exhibit list in connection with the hearing scheduled for June 11, 2015 on the following motions: (i) Debtors' Motion for Entry of, among other things, Bidding and Sale Procedures Order in connection with the proposed sale of their California assets (the "Sale Motion") [Docket No. 20]; (ii) the Debtors' Motion for Entry of a Final Order approving Debtor-in-Possession Financing (the "DIP Financing Motion") [Docket No. 15]; and (iii) the Official Committee of Unsecured Creditors' Motion to Transfer Venue to the Central District of California (the "Venue Motion") [Docket No. 94]:

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are ERG Intermediate Holdings, LLC (2521); ERG Resources, L.L.C. (0408); West Cat Canyon, L.L.C. (7377); ERG Interests, LLC (2081); and ERG Operating Company, LLC (8385). ERG Intermediate Holdings, LLC is the direct or indirect parent of each of its affiliated Debtors. The mailing address for each of the Debtors, with the exception of ERG Operating Company, LLC, is 333 Clay Street Suite 4400, Houston, TX 77002. The mailing address for ERG Operating Company, LLC is 4900 California Avenue Suite 300B, Bakersfield, CA 93309. The above addresses are listed solely for the purposes of notices and communications.

² As used herein, the terms "**Prepetition Agent**" and "**DIP Agent**" shall mean, respectively, the "Prepetition Agent" and the "DIP Agent" as such terms are defined in the Debtors' *Motion for Entry of Interim and Final Orders Pursuant to Sections 361, 362, 363 and 364 of the Bankruptcy Code and Rule 4001 of the Federal Rules of Bankruptcy Procedure (a) Authorizing the Debtors to (i) Use Cash Collateral of the Pre-Petition Secured Parties, (ii) Obtain Post-Petition Financing and (iii) Provide Adequate Protection to the Pre-Petition Secured Parties, (b) Prescribing Form and Manner of Notice of and Scheduling Final Hearing and (c) Granting Related Relief* [D.1. 15] (the "DIP Motion").

Exhibit No.	Description	Objections
1.	Declaration of Kelly Plato in Support of First Day Pleadings [Docket No. 19] (Plato Depo. Ex. 1)	
2.	Dec. 12, 2011 – Engagement Letter signed by ERG Resources L.L.C. and Macquarie Capital (USA) Inc. (Plato Depo. Ex. 4)	
3.	Mar. 18, 2013 – First Amendment to Dec. 12, 2011 Engagement Letter signed by ERG Resources L.L.C. and Macquarie Capital (USA) Inc. (Plato Depo. Ex. 4-A)	
4.	April 2013 – Second Amendment to Dec. 12, 2011 Engagement Letter signed by ERG Resources L.L.C. and Macquarie Capital (USA) Inc. (Plato Depo. Ex. 4-B)	
5.	Dec. 4, 2014 – Engagement Letter signed by ERG Resources L.L.C. and Macquarie Capital (USA) Inc. (Plato Depo. Ex. 5)	
6.	Dec. 30, 2014 – Engagement Letter signed by ERG Resources L.L.C. and Citigroup Capital Markets Inc. (Miller Depo. Ex. 1)	
7.	Jan. 15, 2015 – CFIUS Withdrawal Request	
8.	Jan. 16, 2015 – CFIUS Withdrawal Acceptance	
9.	Dec. 23, 2014 – CFIUS Final Action Letter	
10.	Jan. 30, 2015 – Email from Vikram Chitkara (MacCap) to Kelly Plato (ERG) and Mick Solimene (MacCap) regarding Teaser (Solimene Depo. Ex. 6)	
11.	Nov. 2014 – ERG Resources, LLC General Overview (Miller Depo. Ex. 3)	
12.	Undated – ERG Approved Buyers List (Plato Depo. Ex. 3)	
13.	Jan. 29, 2015 – Email from Vikram Chitkara (MacCap) to Rob Bilger (Macquarie Tristone) and Mick Solimene (MacCap) regarding ERG Investors (Solimene Depo. Ex. 5)	

Exhibit No.	Description	Objections
14.	Undated – ERG Working Group List identifying potential purchasers for ERG assets (Miller Depo. Ex. 2)	
15.	Feb. 2, 2015 – Email from Vikram Chitkara (MacCap) to Mick Solimene (MacCap) regarding ERG Investors (Solimene Depo. Ex. 7)	
16.	Feb. 13, 2015 – Email from Ron Gajdica (Citi) to Scott Wood and Chris Miller regarding Cat Canyon	Committee Objection: Hearsay and Foundation
17.	Mar. 5, 2015 – Email from Chris Miller (Citi) to Scott Wood and Ron Gajdica regarding CRC	Committee Objection: Hearsay and Foundation
18.	Mar. 31, 2015 – Email from Chris Miller to Scott Wood and Kelly Plato regarding Breitburn Feedback	Committee Objection: Hearsay and Foundation
19.	Apr. 30, 2015 – Email from Scott Wood to Justin Chang (Colony)	Committee Objection: Hearsay and Foundation
20.	Dec. 2, 2014 – Email from John T. Young to Kelly Plato and Scott Wood (ERG) regarding Conway MacKenzie – Meeting Followup (Young Depo. Ex. 4)	
21.	Bid Procedures [Docket No. 20, Ex. A, Annex 1] (Young Depo. Ex. 3)	
22.	Senior Secured Superpriority Debtor-in-Possession Credit Agreement [Docket No. 15, Ex. A]	
23.	Interim Order Regarding Debtor-in-Possession Financing [Docket No. 43]	
24.	Jan. 24, 2013 Term Note between ERG Resources, L.L.C. and LNV Corporation	
25.	April 5, 2013 Delayed Draw Term Note between ERG Resources, L.L.C. and LNV Corporation	
26.	Sept. 18, 2014 Term Note between ERG Resources, L.L.C. and LNV Corporation	
27.	Jan. 24, 2013 Security Agreement between ERG Resources, L.L.C. in Favor Of CLMG Corp.	

Exhibit No.	Description	Objections
28.	Jan. 24, 2013 Deposit Control Agreement between ERG Resources, L.L.C. and CLMG Corp.	
29.	Jan. 24, 2013 Mortgage, Deed of Trust, Assignment, Security Agreement, Fixture Filing and Financing Statement from ERG Resources, L.L.C. to CLMG Corp. (California Mortgage)	
30.	Sept. 10, 2013 Deed of Trust, Mortgage, Assignment, Security Agreement, Fixture Filing and Financing Statement from ERG Resources, L.L.C. to CLMG Corp. (Texas Mortgage)	
31.	Jan. 24, 2013 Memorandum of Assignment and Deed of Trust (ERG Operating Company, LLC)	
32.	Jan. 24, 2013 Memorandum of Assignment and Deed of Trust (ERG Resources, L.L.C.).	
33.	Dec. 31, 2012 Assignment of Oil and Gas Leases (ERG Operating Company, LLC and ERG Resources, L.L.C.)	
34.	UCC Financing Statements	
35.	Jan. 24, 2013 Guaranty in Favor of CLMG Corp.	
36.	Jan. 16, 2015 Forbearance Agreement between ERG Resources, L.L.C. and CLMG Corp.	
37.	Jan. 16, 2015 Officer's Certification (with resolutions)	
38.	Feb. 2, 2010 "Note" evidencing the loans issued under that certain Credit Agreement, by and between ERG Resources, L.L.C., Société Générale, and the lenders party thereto	
39.	Jan. 24, 2013 – Certain Credit Agreement, by and between ERG Resources, L.L.C., CLMG Corp., and certain lenders party thereto (the "Credit Agreement")	
40.	Jan. 24, 2013 – Certain Assignment of Indebtedness and Liens, by and between Citibank, N.A., CLMG Corp., certain lenders party thereto, ERG Resources, L.L.C., and the other parties thereto	

Exhibit No.	Description	Objections
41.	Aug. 14, 2014 – Certain First Amendment to the Credit Agreement, by and between ERG Resources, L.L.C., CLMG Corp., and certain lenders a party thereto. (the “First Amendment to the Credit Agreement”)	
42.	Dec. 17, 2014 and January 6, 2015 – Letters from CLMG Corp. to ERG Resources, L.L.C.	
43.	Feb. 19, 2015 – Letter from CLMG Corp. to ERG Resources, L.L.C.	
44.	Mar. 23, 2015 – Letter from CLMG Corp. to ERG Resources, L.L.C.	
45.	April 12, 2015 – Demand for payment from CLMG Corp. to ERG Resources, L.L.C., ERG Intermediate Holdings, LLC, West Cat Canyon L.L.C., ERG Operating Company, LLC, and ERG Interests, LLC.	
46.	Restructuring Support Agreement (Scott Wood and CLMG Corp.) (Plato Depo. Ex. 2)	
47.	December 30, 2014 – Letter ERG Resources L.L.C., Re: Engagement of Citigroup Global Markets Inc. (“Citi”) as Financial Advisor (Plato Depo. Ex. 6)	
48.	April 30, 2015 – Debtors’ Motion for Entry of an Order (i) Authorizing the Retention and Employment of AP Services, LLC and (ii) Designating Rebecca A. Roof As Chief Restructuring Officer <i>Nunc Pro Tunc</i> (Roof Depo. Ex. 1)	
49.	May 29, 2015 – Email from Jorian L. Rose to Vikram Chitkara regarding ERG Macquarie Engagement Letter dated December 4, 2014 attached (Solimene Depo. Ex. 1)	
50.	Mar. 26, 2015 – Email M. Solimene to Vikram Chitkara regarding ERG (Solimene Depo. Ex. 2)	Debtors/CLMG Objection: Hearsay; Foundation
51.	April 1, 2015 – Email from Mick Solimene to Rebecca Roof, cc: Vikram Chitkara regarding Macquarie Fee Proposal (Solimene Depo. Ex. 3)	

Exhibit No.	Description	Objections
52.	April 10, 2015 – Email from Vikram Chitkara to Rob Bilger, Mick Solimene regarding ERG (Solimene Depo. Ex. 4)	Debtors/CLMG Objection: Hearsay; Foundation
53.	Curriculum Vitae of John T. Young, Jr., Senior Managing Director, Conway MacKenzie, Inc. (Young Depo. Ex. 1)	

The Debtors, CLMG, and the Committee each reserve the right to supplement and/or amend this exhibit list and to use any exhibit listed or used by any other party, whether or not the party participates in the hearing.

Dated: June 10, 2015
Dallas, Texas

Respectfully submitted,

/s/ Thomas E. Lauria

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